

May 21, 2004

The Fleming Company
1945 Lakepoint Drive
P. O. Box 2993
Lewisville, TX 75029

ATTN: Archie Dykes

COPY

KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

200 East Randolph Drive
Chicago, Illinois 60601
FEIN 36-1326630

Inv.# 2781372

IN THE MATTER OF Adversary Proceedings & Contested Matter
File No. 40575-0003

For legal services rendered through April 30, 2004 (see attached Description of Legal Services for detail)	\$ 155,533.50
For disbursements incurred through April 30, 2004 (see attached Description of Expenses for detail)	\$ 11,388.48
Total for legal services rendered and expenses incurred	\$ 166,921.98

The Fleming Company
 Legal Services for the Period Ending April 30, 2004
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Summary of Hours Billed

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Richard S Berger	8.50	655.00	5,567.50
Damian D Capozzola	43.00	480.00	20,640.00
Grace J Chang	6.10	325.00	1,982.50
Shirley S Cho	.80	465.00	372.00
Melissa M Dulac	34.20	360.00	12,312.00
Steven R Kotarba	.50	440.00	220.00
Eric C Liebeler	16.20	575.00	9,315.00
Sydne J Michel	31.50	480.00	15,120.00
Nicole S Miller	68.30	360.00	24,588.00
Drew D Panahi	56.30	285.00	16,045.50
Andrew E Paris	9.40	515.00	4,841.00
Geoffrey A Richards	17.20	540.00	9,288.00
Greer N Shaw	15.40	415.00	6,391.00
Richard L Wynne	9.00	695.00	6,255.00
Michael R Crnich	.50	120.00	60.00
Andrew J Groesch	7.80	210.00	1,638.00
Antoinette Huerta	37.40	105.00	3,927.00
Allison Mayo Andrews	35.40	185.00	6,549.00
Michael G Najjarpour	.30	120.00	36.00
Raymond F Roman	14.00	105.00	1,470.00
Neal F San Diego	82.20	105.00	8,631.00
James R Strohl	1.90	150.00	285.00
Total	495.90		\$ 155,533.50

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Description of Legal Services

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
4/01/04	.20	Nicole S Miller	Review status of 9019 motions.
4/01/04	.10	Shirley S Cho	Draft email to G. Kline re post-petition settlement with Sherwood Food Distributors.
4/01/04	.20	Richard L Wynne	Telephone conference with G. Richards re Nationwide issue.
4/01/04	4.00	Neal F San Diego	Image produced documents re Target into case management database.
4/01/04	.40	Damian D Capozzola	Communications with M. Gage, D. Bickford, and M. Scott re Target litigation.
4/01/04	1.10	Geoffrey A Richards	Exchange emails with T. Elliott re scheduling of Marigold hearings (.2); review pleadings re preparation of hearing summary (.9).
4/01/04	.30	Sydne J Michel	Respond to correspondence from K. Richesson re discovery issues in former employees' motion to authorize administrative priority claims.
4/01/04	.50	Sydne J Michel	Telephone conference with J. Powell re S. Boyd employment claims (.3); draft client-memorandum to K. Richesson and B. Roof re same (.2).
4/01/04	2.20	Sydne J Michel	Review and analyze pleadings related to wholesale and convenience employee stay program (1.5); review and analyze pleadings re motion approving bidding procedures and sale of wholesale division re impact on stay program (.7).
4/01/04	3.90	Sydne J Michel	Draft responses to former employees' discovery requests (1.5); review and analyze client documents re same (2.4).

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
4/02/04	1.00	Allison Mayo Andrews	Review, process and collate incoming case documents.
4/02/04	.50	Steven R Kotarba	Prepare stipulations to extend briefing schedule and discuss same.
4/02/04	.50	Nicole S Miller	Review settlement agreements and correspondence.
4/02/04	.10	Damian D Capozzola	Communications with D. Bickford re experts re Target.
4/02/04	.40	Sydne J Michel	Review order re arbitration of Park-N-Shop, Youngs' Foods', and CV Foods' accounts receivable issues (.2); draft correspondence to J. Bocock re same (.2).
4/02/04	.60	Sydne J Michel	Telephone conference with K. Richesson and B. Roof re former employees' motion to authorize administrative priority claims (.5); review correspondence re same (.1).
4/03/04	.60	Sydne J Michel	Review memorandum from R. Mendes re former employee's claims for administrative priority claims (.3); draft memorandum to R. Mendes re same (.3).
4/03/04	.50	Sydne J Michel	Review and analyze memorandum re summary of facts for former employees related to motion for administrative claims.
4/04/04	.70	Damian D Capozzola	Review and analysis of Target documents (re wholesale suit).
4/05/04	.90	Melissa M Dulac	Communicate with J. Lewis, D. Ginsberg, and W. Hoch re proposed procedure for streamlining discovery re WCM motion.
4/05/04	4.50	Antoinette Huerta	Prepare Bain evidentiary documents for production and attorney review (2.5); production to opposing counsel (2.0).
4/05/04	2.30	Nicole S Miller	Draft AWI 9019 motion and order (1.8);

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			review AWI settlement agreement (.5).
4/05/04	1.70	Nicole S Miller	Telephone conference with R. Tilley re 9019 motions (.1); revise Binkowski 9019 motion and seal motion (1.6).
4/05/04	.30	Shirley S Cho	Review Sherwood settlement proposal and email from C. Birchette re same (.1); draft email to C. Birchette, C. Cipione, M. Scott re Sherwood (.2).
4/05/04	.70	James R Strohl	Update service list re RCA list.
4/05/04	.70	Damian D Capozzola	Analysis and communications re American Greetings DSD issues (.2); analysis re Spencer Newcastle issues (.2); analysis and communications re Hawaiian software issues (.2); analysis and communications re Target wholesale and Core-Mark issues (.1).
4/05/04	.20	Andrew J Groesch	Review and calculate timing for notice of appeal re Northstar decision.
4/05/04	1.00	Andrew E Paris	Conference call with E. Liebler re Northstar appeal (.3); review Northstar pleadings (.7).
4/05/04	3.50	Geoffrey A Richards	Continued attention to developing appeal theories re Northstar dispute.
4/06/04	1.50	Antoinette Huerta	Research and compile information per attorney request re American Greetings.
4/06/04	1.60	Nicole S Miller	Review GLN settlement agreement (.5); draft GLN 9019 motion and order and seal motion and order (1.1).
4/06/04	1.30	Nicole S Miller	Review GES settlement stipulation (.5); draft GES 9019 motion and order (.8).
4/06/04	1.00	Nicole S Miller	Review Graceway release (.2); draft Graceway 9019 motion and order (.8).
4/06/04	2.50	Nicole S Miller	Draft AWI 9019 motion and order (1.4); draft AWI seal motion and order (1.1).

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
4/06/04	2.40	Nicole S Miller	Revise Binkowski 9019 motion and seal motion (.9); review Oxnard Ranch settlement agreement (.3); draft Oxnard Ranch 9019 motion and order (1.2).
4/06/04	1.10	Nicole S Miller	Review Food Giant settlement stipulation (.4); draft 9019 Food Giant motion and order (.7).
4/06/04	1.10	Richard L Wynne	Telephone conference with G. Richards and J. Sprayregen re appeal on Northwest (.2); analyze Supervalve motions set for hearing (.4); telephone conference with J. Stang re Northstar appeal (.1); telephone conference with L. Jones re Supervalve (.2); telephone conference with J. Sprayregen re Supervalve (.2).
4/06/04	1.20	James R Strohl	Update service list re RCA list.
4/06/04	.50	Michael R Crnich	Review and organize adversary dockets for team review.
4/06/04	1.90	Damian D Capozzola	Communications and analysis re Hegenbarth issues (.2); communications and analysis re Target wholesale suit (.2); communications and analysis re DSD settlement (.2); communications and analysis re Hawaiian software issues (.2); communications and analysis re Gorman settlement(.2); communications and analysis re American Greetings (.2); communications and analysis re Target Core-Mark documents (.2); communications and analysis re Target wholesale initial disclosures (.5).
4/06/04	4.50	Eric C Liebeler	Review and analyze Northstar appeal issues (3.1); telephone conference with client re same (1.4).
4/06/04	3.60	Andrew E Paris	Analyze Northstar appeal issues, conference with E. Liebeler re same (.7); participate in conference call for Northstar appeal strategy (1.0); analyze Northstar appeal issues,

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			conference with O. Samad re same (1.9).
4/07/04	.50	Melissa M Dulac	Communicate with J. Lewis re proposed procedures for streamlining discovery re WCM motion.
4/07/04	.50	Allison Mayo Andrews	Review, process and collate incoming case documents.
4/07/04	.30	Greer N Shaw	Review biography and draft retention agreement for potential expert witness.
4/07/04	2.60	Damian D Capozzola	Communications and analysis re Hawaiian software issues (.5); prepare for and participate in conference call re Target wholesale/expert issues and analysis of same (.5); communications with M. Gage re Target discovery(.5); communications and analysis re Target Core-Mark complaint and document review (.5); communications and analysis re DSD settlement, Ablertson's, Super 1 Hannam, Bradford Plaza, Scozio's and Gorman (.6).
4/07/04	.50	Andrew J Groesch	Research and distribute DSD appeal designation of record as precedent for Northstar appeal.
4/07/04	.70	Andrew E Paris	Conference call with M. Sharp, E. Liebler and others re Northstar strategy.
4/07/04	4.90	Geoffrey A Richards	Draft and revise memo re Northstar appeal issues.
4/07/04	.50	Sydne J Michel	Draft memorandum to D. Bickford re AWG/Munafo Stipulation (.4); review order approving stipulation re same (.1).
4/08/04	.60	Melissa M Dulac	Communicate with W. Hoch re discovery plan for WCM motion (.1); communicate with D. Ginsberg re proposed procedure for streamlining discovery (.5).
4/08/04	4.00	Antoinette Huerta	Research and compile information per O.

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			Samad (.5); research information pre attorney request re DSD matter (1.0); compile hard data to distribute to attorneys (2.5).
4/08/04	6.80	Nicole S Miller	Revise AWI 9019 and seal motions and orders (2.4); revise Binkowski 9019 and seal motions and orders (2.6); revise Oxnard Ranch 9019 motion and order (1.8).
4/08/04	1.20	Drew D Panahi	Teleconference with S. Michel re depositions and parol evidence rule and follow-up re same (.2); office conference with S. Michel re severance and bonus issues (1.0).
4/08/04	1.00	Richard S Berger	Review and revise responses to employee interrogatories.
4/08/04	.30	Richard S Berger	Conference with S. Michel and D. Panahi re research issues re employee issues.
4/08/04	.40	Richard S Berger	Conference S. Michele re discovery in employee action and re scheduling of discovery and hearing.
4/08/04	.90	Richard S Berger	Review and edit responses to employee RFPs.
4/08/04	.20	Greer N Shaw	Contact potential expert to discuss retention.
4/08/04	1.80	Damian D Capozzola	Prepare for and participate in conferences re Hawaiian software issues, including calls with J. Baer and T. Hogan (.7); communications and analysis re Target Core-Mark issues and wholesale expert and discovery issues (.4); communications and analysis re DSD settlement (.4); communications and analysis re Gorman (.3).
4/08/04	1.00	Andrew J Groesch	Research whether counterparties to 9019 motions ever filed objections to the sale motion (.9); discuss results of research with N. Miller (.1).

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4/08/04	2.10	Andrew E Paris	Conference with C. Lhulier re appeal notice for Northstar (.6); revise letter to C&S re Northstar issue (1.5).
4/08/04	1.60	Geoffrey A Richards	Review facts for Northstar appeal (.7); draft letter to C&S re same (.5); revise same (.4).
4/08/04	.30	Geoffrey A Richards	Review R. Tilley comments to Northstar letter.
4/08/04	4.20	Sydne J Michel	Draft and revise client responses to document requests from former employees (2.0); review related documents (2.2).
4/08/04	3.90	Sydne J Michel	Draft and revise client responses to interrogatories from former employees; review related documents.
4/08/04	.50	Sydne J Michel	Draft memorandum to B. Folse and J. Bocock re Best Yet arbitration issues.
4/08/04	.90	Sydne J Michel	Telephone conference with R. Mendes re discovery issues with former employees in motion to authorize administrative priority claims (.5); office conference with D. Panahi and review documents re same (.4).
4/08/04	.50	Sydne J Michel	Office conference with R. Berger and review related documents re issues in former employees' motion to compel payment of administrative claims.
4/08/04	.80	Sydne J Michel	Office conference with R. Berger and D. Panahi re severance agreement issues (.3); review and analyze agreements re same (.3); draft correspondence to R. Tilley and S. Cho re same (.2).
4/09/04	3.00	Allison Mayo Andrews	Prepare Target related discovery documents to transmit to Dennis Ryan (1.0); review, process and collate incoming case documents (2.0).
4/09/04	.40	Nicole S Miller	Telephone conference with S. Cho and G.

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			Chang re 9019 motions (.1); telephone conference with R. Tilley re 9019 motions (.2); telephone conference with C. Lhulier re 9019 motions and filing (.1).
4/09/04	2.30	Nicole S Miller	Revise 9019 motions for Oxnard Ranch, Binkowski and AWI.
4/09/04	4.70	Drew D Panahi	Read cases re priority of severance claims (2.8); read cases re golden parachutes and priority (1.5); office conference with R. Berger re severance issues (.1); read and revise Debtors' response to interrogatories (.3).
4/09/04	.30	Michael G Najjarpour	Prepare adversary complaint.
4/09/04	5.10	Greer N Shaw	Research re potential engagement of expert in connection with Target adversary proceeding (3.2); draft retention letter for potential expert (1.9).
4/09/04	.50	Damian D Capozzola	Communications and analysis re Target wholesale discovery and expert retention (.2); communications and analysis re Gorman issues (.2); communications and analysis re Hawaiian software issues (.1).
4/09/04	.50	Sydne J Michel	Draft memorandum to B. Mendes re hearing on employees' motion to compel payment of administrative priority claims (.2); review memorandum from B. Mendes re same (.3).
4/09/04	.20	Sydne J Michel	Draft and respond to correspondence from S. Cho and R. Tilley re severance agreements.
4/10/04	.50	Damian D Capozzola	Communications re Target wholesale expert and discovery issues (.2); attention to and communications re Embree dismissal (.1); attention to and communications re DSD settlement (.1); prepare for Target Core-Mark document

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			review (.1).
4/12/04	.40	Melissa M Dulac	Communicate with W. Hoch re WCM discovery stipulation (.2); review stipulation proposed by W. Hoch re discovery (.2).
4/12/04	3.50	Allison Mayo Andrews	Prepare settlement agreements to transmit to Hartley Martyn (.5); prepare stipulation of dismissal to transmit to W. Johnson re Larson Enterprises v. Embree Construction (.5); review, process and collate incoming case documents re various proceedings (2.5).
4/12/04	2.90	Nicole S Miller	Revise GLN 9019 motion and order (1.7); revise GLN seal motion and order (1.1); telephone conference with R. Tilley re GLN 9019 motion (.1).
4/12/04	1.40	Nicole S Miller	Revise Food Giant 9019 motion and order.
4/12/04	1.80	Drew D Panahi	Review email from S. Michel re hearing (.1); review email from K. Riches re S. Gerson (.1); review KERP motions and order (1.5); review email from S. Michel re Judge Gerber schedule (.1).
4/12/04	2.40	Drew D Panahi	Read cases re golden parachutes and priority (1.2); read employees' complaint (.5); review cases re priority of post-petition claims(.7).
4/12/04	8.90	Damian D Capozzola	Prepare for and participate in meeting with Core-Mark personnel re Target complaint; draft, revise, and circulate same (7.5); communications and analysis re Hawaiian software issues (1.0); analysis and communications re Target wholesale discovery and experts (.3); communications re Scozio's issues (.1).
4/12/04	.90	Geoffrey A Richards	Review EFS litigation memo and devise strategy for settling same.

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4/12/04	.40	Sydne J Michel	Review documents re Best Yet arbitration and settlement issues.
4/13/04	.50	Allison Mayo Andrews	Review, process and collate incoming case documents.
4/13/04	4.50	Antoinette Huerta	Prepare privilege log.
4/13/04	1.90	Nicole S Miller	Telephone conference with R. Tilley re 9019 motions (.1); revise GLN 9019 motion (1.2); draft summary of Tucker Abstract 9019 motion (.6).
4/13/04	1.50	Nicole S Miller	Revise GES 9019 motion and order (1.4); telephone conference with J. Strohl re GES 9019 motion (.1).
4/13/04	.50	Drew D Panahi	Review demand letter and motion for administrative expense priority (.3); review email from R. Tilley re shareholder approval (.1); review email from S. Michel re KERP (.1).
4/13/04	1.50	Drew D Panahi	Review voicemail from S. Michel re Bill May (.1); Westlaw search re deposition of former employees (.2); read law review re depositions of former employees (1.2).
4/13/04	.40	Drew D Panahi	Read law review re discovery in employment cases.
4/13/04	2.90	Drew D Panahi	Westlaw search re deposition of parties (.5); teleconference with S. Michel re discovery from former employees (.2); draft memo re administrative priority of severance claims (1.2); draft email to S. Michel re same (.1); read cases re severance claims (.8); review email from S. Michel re Shane Boyd (.1).
4/13/04	2.30	Drew D Panahi	Review email from S. Michel re finalization of KERP (.1); Westlaw search re golden parachutes (.4); review law reviews re severance priority (1.5); Westlaw search re severance cases (.3).

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4/13/04	.50	Greer N Shaw	Revise draft expert retention letter after review of court's Amended Order re interim compensation of professionals.
4/13/04	4.00	Neal F San Diego	Index evidentiary documents re adversary proceedings to Lotus Notes database.
4/13/04	1.00	Damian D Capozzola	Communications and analysis re Hawaiian software issues (.5), Core-Mark Target complaint (.1), NACCO issues (.1), Scozio's issues (.1), and Target wholesale discovery and experts (.2).
4/13/04	.50	Andrew J Groesch	Research KERP motions and discuss same with S. Michel.
4/13/04	2.10	Sydne J Michel	Draft and revise responses to former employees' discovery requests.
4/13/04	4.40	Sydne J Michel	Review client-documents responsive to former employees' document requests (4.3); draft correspondence to A. Groesch and J. Strohl re related documents (.1).
4/13/04	.30	Sydne J Michel	Review memorandum from J. Bernstein re motion to authorize KERP (.2); draft correspondence to S. Cho and T. Kreatschman re same (.1).
4/13/04	.40	Sydne J Michel	Draft memorandum to A. Andrews, E. Yep re discovery responses to former employees (.2); review and analyze draft privilege log (.2).
4/13/04	.20	Sydne J Michel	Telephone conference with J. Powell re S. Boyd's employment issues and scheduling of conference call (.1); draft memorandum to K. Richessen and R. Berger re same (.1).
4/13/04	.30	Sydne J Michel	Telephone conference with B. Folse re Best Yet Foods arbitration issues (.2); draft correspondence re hearing date

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			(.1).
4/13/04	1.00	Sydne J Michel	Telephone conference with K. Richessen re former employees' motion to compel payment of administrative priority claims.
4/14/04	5.00	Antoinette Huerta	Update privilege log.
4/14/04	1.20	Nicole S Miller	Telephone conference with R. Tilley re 9019 motions (.1); review Breckinridge settlement agreement (.8); telephone conference with M. Lichtenstein re Food Giant and GES 9019 motions (.3).
4/14/04	.70	Nicole S Miller	Review revised AWI settlement agreement (.6); telephone conference with G. Richards re GLN 9019 motion (.1).
4/14/04	.30	Richard L Wynne	Analyze Dunigan deal documents and e-mails and telephone conference with AK re request for admission.
4/14/04	.40	Drew D Panahi	Review voicemail from D. Erie re contacting a former employee (.1); teleconference with D. Erie re contacting a former employee (.2); draft email to S. Michel re same (.1).
4/14/04	.60	Drew D Panahi	Review Fleming Story Plan letter to David Smith and Smith reply letter (.3); read Stay Bonus Agreement (.3).
4/14/04	.50	Drew D Panahi	Office conference with S. Michel re contact with a former employee (.2); Westlaw search re parole evidence rule (.2); review email from S. Michel re deposition requests (.1).
4/14/04	1.30	Drew D Panahi	Teleconference with S. Michel re Bill May employment issues (.1); office conference with S. Michel re same (.3); read S. Boyd demand letter and administrative expense motion (.4); Westlaw search re parole evidence rule (.3); review Fleming privilege log (.1); draft email to S. Michel re

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			parole evidence rule goals (.1).
4/14/04	2.40	Drew D Panahi	Review Delaware ethical rules re contact with former employees (.1); read cases re same (2.0); Westlaw search re contact with former employees (.3).
4/14/04	.30	Richard S Berger	Conference S. Michel re employee stay and severance claims.
4/14/04	.30	Richard S Berger	Telephone conference with S. Michel and K. Richesson re Boyd claim and re other employee stay bonus claims.
4/14/04	.80	Richard S Berger	Telephone conference with S. Michel, K. Richesson, J. Powell and T. Tacconelli re Boyd claim for stay and severance payments.
4/14/04	.40	Richard S Berger	Telephone conference with S. Michel re employee stay bonus and severance claims.
4/14/04	6.50	Neal F San Diego	Prepare and organize documents re adversary proceedings for indexing (2.5); index documents into case management database (4.0).
4/14/04	1.10	Damian D Capozzola	Communications with T. Hogan and others and analysis re Hawaiian software issues (.6); correspondence re Gerring claim (.1); attention to and communications re DSD settlement issues (.3); communications with D. Bickford re Target wholesale damages issues (.1).
4/14/04	4.30	Eric C Liebeler	Analyze Northstar opinions (1.4); review code and pertinent cases (1.2); participate in conference call re same (1.7).
4/14/04	.80	Andrew E Paris	Conference call re Northstar appeals issues.
4/15/04	1.00	Antoinette Huerta	Print out electronically received files

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			re adversary proceedings including correspondence and evidentiary documents for period between 04/01 - 04/07/2004.
4/15/04	.80	Nicole S Miller	Review AWI seal motion (.4); review Grace Foods settlement agreement (.4).
4/15/04	1.50	Drew D Panahi	Read cases re Texas parole evidence rule.
4/15/04	.30	Drew D Panahi	Review email from J. Strohl re Calisto employees hearing date (.1); review email from K. Richesson re Powell letter (.1); review email from S. Michel re stay program (.1).
4/15/04	2.80	Drew D Panahi	Review J. Bernstein documents for discovery responses (.2); draft email to R. Berger re FTI (.1); office conference with S. Michel re document review (.8); review email from R. Berger re FTI (.1); document review and redaction (1.6).
4/15/04	1.40	Drew D Panahi	Westlaw search re privacy right to employee records (.2); read law reviews re same (1.2).
4/15/04	.80	Richard S Berger	Revise letter to J. Powell re case facts.
4/15/04	.40	Richard S Berger	Conference with S. Michel re stay and termination bonus and related litigation.
4/15/04	.60	Greer N Shaw	Revise draft expert retention letter.
4/15/04	11.00	Neal F San Diego	Prepare and organize documents for coding (2.4); code documents into Lotus Notes database (4.0); image documents into case management database (4.6).
4/15/04	.60	Damian D Capozzola	Communications and analysis re DSD class action settlement (.2), Hawaiian software issues (.2), and Target wholesale issues (.2).

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4/15/04	.70	Andrew J Groesch	Research bankruptcy court archives re bankruptcy of Milk and Cookies (.5); correspond with R. Tilley and J. Strohl re bankruptcy filing of Milk and Cookies (.2).
4/15/04	3.80	Geoffrey A Richards	Extensive telephone conference with R. Mersky re Northstar dispute (1.8); telephone conference with M. Sharp re valuation issues (1.1); telephone conference with litigation team re appeal strategy (.9).
4/16/04	.50	Melissa M Dulac	Revise discovery stipulation re WCM (.2); communicate with W. Hoch re same (.3).
4/16/04	1.50	Allison Mayo Andrews	Assist attorneys with preparation of discovery responses re Calistro matter.
4/16/04	.30	Drew D Panahi	Review email from S. Michel re interrogatories (.1); review voicemail from S. Michel re document review (.1); teleconference with S. Michel re employee privacy issues (.1).
4/16/04	.10	Drew D Panahi	Review email from M. Najarpour re contact list.
4/16/04	.30	Drew D Panahi	Telephone conference with A. Andrews re document review (.2) review email from R. Berger re interrogatories (.1).
4/16/04	6.30	Neal F San Diego	Prepare documents for index into case management database (3.0); image documents into case management database (3.3)
4/16/04	.10	Damian D Capozzola	Communications with D. Bickford re Target wholesale issues.
4/16/04	1.10	Andrew J Groesch	Review Cavendish docket sheet (.3); correspond with J. Strohl re status of matters on task list (.2); review and revise task list cover sheet (.6).

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
4/16/04	1.10	Geoffrey A Richards	Review WCM discovery issues with M. Dulac (.4); review discovery materials re same (.7).
4/16/04	.20	Sydne J Michel	Review and respond to correspondence from R. Nosek and S. Cho re Best Yet and C&S arbitration and settlement issues.
4/17/04	2.60	Drew D Panahi	Document review and redaction for discovery request.
4/18/04	2.20	Drew D Panahi	Document review and redaction for discovery request.
4/19/04	3.50	Allison Mayo Andrews	Analysis and process of evidentiary documents for production (2.0); analysis and process of privilege documents re same (.7); review, process and collate incoming case documents (.8).
4/19/04	1.00	Drew D Panahi	Teleconference with S. Michel re response to interrogatories (.1); read response to interrogatories (.3); read response to RFP (.3); leave voicemail for L. Lattig re Fleming KERP (.1); review documents in response to production request (.2).
4/19/04	.20	Drew D Panahi	Review email from C. Lhulier re service of documents (.1); office conference with S. Michel re privileged documents (.1).
4/19/04	1.30	Drew D Panahi	Office conference with S. Michel re document production (1.0); review voicemail from A. Andrews re document production (.1); review voicemail from L. Lattig (KPMG) re document production (.1); review email from S. Michel re discovery response being served (.1).
4/19/04	.30	Greer N Shaw	Review and respond to communication re potential damages expert.
4/19/04	7.50	Neal F San Diego	Prepare and organize documents for

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			index (3.7); index documents into lotus note database (3.8).
4/19/04	2.20	Damian D Capozzola	Communications with D. Bickford and G. Shaw re Target wholesale expert issues and analysis re same (.8); review Target documents and review and revise counterclaim response (.7); prepare for and participate in telephone conference with T. Hogan and E. Gartenlaub re Hawaiian software issues (.5); communications with J. Vaughn re American Greetings issues and analysis re same (.1); communications re Cavendish Farms (.1).
4/19/04	.30	Andrew J Groesch	Correspond and circulate underlying contract for inclusion in appellate designation.
4/19/04	2.70	Eric C Liebeler	Analyze CHEP complaint (1.0); review discovery responses (.6); review and analyze motions practice on experts (1.1).
4/19/04	.30	Andrew E Paris	Review Northstar appeal notice.
4/20/04	1.00	Melissa M Dulac	Draft letter to W. Hoch re proposed discovery schedule (.8); communicate with E. Yep re documents produced to and by WCM (.2).
4/20/04	2.00	Allison Mayo Andrews	Review and process evidentiary documents re Coremark and Target
4/20/04	3.30	Nicole S Miller	Revise GLN 9019 motion (1.3); revise Binkowski settlement agreement and 9019 motion (1.7); telephone conference with B. McBride re 9019 motion for Phar-Mor settlement (.3).
4/20/04	.50	Nicole S Miller	Telephone conference with G. Richards re 9019 motions (.1); review correspondence re 9019 motions and settlements (.4).
4/20/04	1.40	Drew D Panahi	Review voicemail from L. Lattig (KPMG)

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			re employment matter (.1); office conference with S. Michel re hearing dates (.1); review email from S. MacFarland re hearing dates (.1); draft and revise privilege log (1.0); draft email to S. Michel re same (.1).
4/20/04	3.50	Neal F San Diego	Prepare evidentiary documents re Target.
4/20/04	4.50	Neal F San Diego	Organize documents for coding (1.9); code documents into case management database (2.6).
4/20/04	2.60	Damian D Capozzola	Communications with D. Bickford re Target wholesale issues (.1); review and revise counterclaim response and communications re filing (.8); review and analysis of Target documents and communications with A. Andrews re same (.4); communications re Scozio's and Bradford Plaza issues (.2); review notes re Core-Mark Target documents and communications with T. Barry and others re same (.7); review Target Core-Mark documents and prepare same for processing (.4).
4/20/04	.20	Andrew J Groesch	Telephone conference with C. Adkins re status of Shipley settlement.
4/21/04	.30	Melissa M Dulac	Communicate with T. Walsh, W. Hoch, and G. Richards re discovery stipulation.
4/21/04	.60	Nicole S Miller	Telephone conference with R. Tilley re 9019 motions.
4/21/04	4.50	Nicole S Miller	Revise Binkowski 9019 motion and settlement agreement (2.1); revise GLN 9019 motion (1.3); revise Food Giant stipulation (1.1).
4/21/04	1.50	Richard L Wynne	Telephone conference with M. Scott, G. Richards and A. Caine re preparation for meeting with OCRC advisors on diligence (.6); revision of summary judgment motion and new cases (.9).

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
4/21/04	.30	Drew D Panahi	Teleconference with S. Michel re hearing dates (.1); review voicemail from S. Michel re privilege log (.1); review email from S. Michel re confirmation of hearing dates (.1).
4/21/04	4.80	Greer N Shaw	Communicate with R. Reynolds re retention and billing (.4); prepare documents pertinent to Fleming's retention of R. Reynolds, including Notice of Application, Application, Affidavit, and Proposed Order (4.4).
4/21/04	7.50	Neal F San Diego	Review and analyze production documents (3.0); prepare evidentiary documents re Target/Core-Mark (4.5).
4/21/04	1.10	Damian D Capozzola	Review and analysis of Hawaiian software communications and issues and communications re same (1.0); analysis of Target wholesale expert issues (.1).
4/21/04	.50	Andrew J Groesch	Telephone conference with L. Price re FSA settlements (.2); draft e-mail summarizing FSA settlements and circulate to team (.3).
4/21/04	.50	Andrew J Groesch	Review and circulate Pillowtex briefs precedent to team.
4/21/04	.70	Sydne J Michel	Review list of retailers for arbitration stipulations (.5); draft and respond to correspondence from B. Folse re same (.2).
4/22/04	1.40	Melissa M Dulac	Communicate with M. Sharp re status of WCM motion (.2); communicate with E. Liebler re status of WCM motion (.4); communicate with counsel for WCM re May 25 hearing date (.3); communicate with S. McFarland re same (.2); review WCM documents in preparation for depositions (.3).
4/22/04	3.80	Nicole S Miller	Review Shipley FSA termination agreement and release (.7); review and

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			revise Shipley 9019 motion (2.7); revise Food Giant stipulation (.4).
4/22/04	2.00	Nicole S Miller	Telephone conference with A. Groesch re 9019 motions (.1); telephone conference with G. Richards re 9019 motions (.1); revise Graceway 9019 motion (1.8).
4/22/04	1.00	Richard L Wynne	Telephone conference with D. Capozzola re Berry litigation and Target claims (.2); preparation of Copp reply re offer (.2); analyze Core Mark summary judgment strategy e-mails and telephone conference with D. Capozzola re data needed (.5); analyze Copp offer (.1).
4/22/04	.10	Drew D Panahi	Review voicemail from J. Strohl re written responses to discovery.
4/22/04	1.00	Greer N Shaw	Finalize and circulate drafts of documents needed to obtain court approval to retain R. Reynolds as an expert with respect to the Target litigation.
4/22/04	4.50	Neal F San Diego	Review and organize evidentiary documents re Target.
4/22/04	3.00	Neal F San Diego	Prepare and organize production documents for use by attorney re Target.
4/22/04	.80	Damian D Capozzola	Communications and analysis re Hawaiian software issues (.5); communications and analysis re Target Core-Mark issues (.1); communications re Target wholesale expert issues (.1); communications re Farris DSD settlement (.1).
4/22/04	.30	Andrew J Groesch	Correspond re status of FSA settlements with J. Strohl.
4/22/04	1.40	Eric C Liebeler	Review WCM documents (.8); discuss same with M. Dulac (.3); work on discovery schedule for same (.3).

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
4/23/04	1.30	Melissa M Dulac	Communicate with D. Capozzola and E. Liebeler re WCM May 25 hearing (.2); communicate with D. Capozzola re WCM discovery (.3); communicate with T. Walsh and W. Hoch re WCM discovery schedule (.8).
4/23/04	6.00	Antoinette Huerta	Research materials re WCM (1.4); and compile (1.6); prepare materials for attorney review re WCM (3.0).
4/23/04	.10	Nicole S Miller	Telephone conference with C. Adkins re Shipley settlement.
4/23/04	2.90	Nicole S Miller	Prepare 9019 motions and stipulations for filing (.9); telephone conference with R. Tilley re 9019 motions (.1); revise GES, Food Giant, and Binkowski 9019 motions (1.9).
4/23/04	.60	Richard L Wynne	Telephone conference with M. Scott, J. Sprayregen and E. Liebeler re motion for summary judgment and preparation for disclosure statement hearing.
4/23/04	1.60	Drew D Panahi	Review email from S. Michel re Calisto employer's motion (.1); review same (.5); review Colliers re employee claims (1.0).
4/23/04	7.50	Neal F San Diego	Review and analyze production documents (3.5); prepare electronic case management database (4.0).
4/23/04	3.80	Damian D Capozzola	Communications and analysis re Hawaiian software and retention issues (1.7); communications and analysis re Scozio's (.1); communications with opposing counsel and team members, and analysis, re American Greetings (1.2); communications and analysis re WCM matter (.8).
4/23/04	1.20	Andrew J Groesch	Telephone conferences with McAfee Taft attorneys re Porter Foods and Shipley settlements (.3); office conference with J. Strohl re updated information

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			for the task list (.5); correspond with S. Kotarba re IRS motion (.4).
4/25/04	.40	Richard L Wynne	Revision of task list (.2); telephone conference with J. Sprayregen re to do list on consensual deal and non-consensual deal (.2).
4/25/04	.50	Damian D Capozzola	Review and analysis of papers filed in WCM matter.
4/26/04	2.00	Melissa M Dulac	Review and analyze documents from WCM in anticipation of depositions (1.7); communicate with J. McMahon re proposed procedures for WCM matter (.3).
4/26/04	1.50	Melissa M Dulac	Communicate with D. Capozzola re background of Berry matter (.3); review and analyze historical matters re same (1.0); draft estimation procedures motion for anticipated Berry administrative claim (.2).
4/26/04	3.80	Allison Mayo Andrews	Analysis and preparation of evidentiary documents for production (2.9); review process and collate incoming case documents (.9).
4/26/04	.40	Nicole S Miller	Review Phar-Mor settlement agreement.
4/26/04	.60	Drew D Panahi	Review email from S. Michel re discovery documents (.1); review email from S. Michel re extending deadline for plaintiffs to respond to discovery (.1); review email from R. Berger re same (.1); review email from S. Michel re response to discovery (.1); review email from R. Berger re plaintiffs depositions (.1); review email from S. Michel re same (.1).
4/26/04	3.10	Drew D Panahi	Review email from E. Liebeler re hearing (.1); review email from S. Michel re same (.1); review email from S. Michel re hearing (.1); review documents re hearing date (.1); review discovery documents (.1); review and

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			redact documents (2.4); office conference with S. Michel re same (.2).
4/26/04	.80	Drew D Panahi	Review email from R. Berger re depositions (.1); review email from S. Michel re same (.1); review email from K. Richesson re discovery responses (.1); office conference with S. Michel re Calistro discovery (.5).
4/26/04	.30	Richard S Berger	Memo to S. Michel re discovery planning in stay bonus litigation.
4/26/04	.10	Richard S Berger	Communications to and from S. Michel re potential tag-a-long stay bonus motion.
4/26/04	.10	Richard S Berger	Review and respond to S. Michel e-mail re extension of time to respond to discovery.
4/26/04	8.60	Neal F San Diego	Prepare and organize evidentiary documents re FL-TC (Target) for indexing (2.0); index documents re FL-TC (Target) into concordance database (6.6).
4/26/04	3.70	Damian D Capozzola	Communications and analysis re Hawaiian software issues (2.5); analysis and communications re American Greetings issues (.6); communications and analysis re WCM issues (.1); communications with E. Liebeler re Target wholesale issues (.2); draft initial disclosures template and communications with D. Bickford re same (.3).
4/27/04	6.10	Melissa M Dulac	Draft estimation procedures motion and memorandum of points and authorities re Wayne Berry administrative claim (4.8); communicate with S. Cho re second amended disclosure statement and effect Berry administrative claim on plan confirmation (.3); review and analyze disclosure statement and exhibits thereto (1.0).

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4/27/04	1.90	Melissa M Dulac	Communicate with W. Hoch, T. Walsh and others re procedures re WCM motion (.8); communicate with D. Capozzola re same (.5); communicate with M. Sharp and M. Bordwin re WCM depositions and trial (.6).
4/27/04	8.00	Allison Mayo Andrews	Prepare evidentiary documents for production (5.9); prepare binders re same for attorney's review and use (2.1).
4/27/04	1.00	Antoinette Huerta	Print out electronically received correspondence and evidentiary documents (.5); update case files (.5).
4/27/04	1.40	Nicole S Miller	Telephone conference with J. Strohl re Ivie settlement (.1); review Ivie settlement correspondence (.2); draft 9019 motion summaries (1.1).
4/27/04	1.80	Nicole S Miller	Review Griffin-Home Depot settlement agreement (.4); draft Griffin-Home Depot 9019 motion (1.4).
4/27/04	.20	Shirley S Cho	Draft several emails to J. Skidmore, C. Birchette re executed Home Depot settlement agreement.
4/27/04	.40	Richard L Wynne	Telephone conference with J. Sprayregen and E. Liebeler re summary judgment motion and data issues (.2); telephone conference with G. Richards re PBGC stipulation to settle (.2).
4/27/04	1.20	Richard L Wynne	Telephone conference with E. Liebeler and D. Capozzola re motion for summary judgment facts (.6); telephone conference with M. Scott re motion for summary judgment facts (.4); telephone conference with M. Marcus re revised objection dates (.2).
4/27/04	.30	Drew D Panahi	Review email from S. Michel re second set of interrogatories (.1); review second set of interrogatories (.2).

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
4/27/04	.90	Drew D Panahi	Review voicemail from A. Andrews re production (.1); review documents for production (.6); teleconference with A. Andrews re discovery production (.1); draft email to A. Andrews re same (.1).
4/27/04	.30	Richard S Berger	Review and analysis of new discovery propounded by stay bonus movants.
4/27/04	1.20	Damian D Capozzola	Communications with D. Bickford re Target wholesale discovery (.1); communications and analysis re Ventura Foods (.1); analysis and communications re DSD claim form (.3); communications and analysis re WCM issues (.4); communications and analysis re Certified Foods (.1); communications and analysis re Target - CoreMark issues (.2).
4/27/04	1.40	Eric C Liebeler	Review Calistro discovery materials (1.3); discuss same with S. Michel (.1).
4/27/04	.70	Andrew E Paris	Conference with O. Samad re Northstar appeal strategy, issues.
4/28/04	1.90	Melissa M Dulac	Communicate with J. McMahon re WCM (.4); communicate with D. Capozzola re proposed WCM stipulation re bifurcation (.2); draft proposed stipulation re bifurcation of WCM motion (1.0); draft deposition outline for W. Mee (.3).
4/28/04	3.70	Melissa M Dulac	Draft memorandum of points and authorities in support of estimation procedures motion (3.0); draft affidavit of D. Capozzola in support of same (.7).
4/28/04	3.60	Allison Mayo Andrews	Review, process and collate incoming case documents (.9); assist attorneys with preparation for hearing on May 3, 2004 (2.7).
4/28/04	1.40	Antoinette Huerta	Update case files and database re WCM.

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
4/28/04	1.40	Nicole S Miller	Research court approval of 9019 settlements.
4/28/04	4.30	Nicole S Miller	Draft Griffin-Home Depot 9019 motion (1.7); draft Phar-Mor 9019 motion (1.9); revise Shipley 9019 motion (.7).
4/28/04	3.50	Raymond F Roman	Index FL-T documents onto concordance per A. Andrews instruction.
4/28/04	.20	Shirley S Cho	Draft several emails to J. Skidmore re executed Home Depot settlement agreement.
4/28/04	2.00	Richard L Wynne	Telephone conference with J. Sprayregen re motion for summary judgment and factual issues (.3); telephone conference with E. Liebeler and A. Paris re motion for summary judgment (.5); research cases on motion for summary judgment (.9); telephone conference with A. Hijjawi re cases on summary judgment motion (.3).
4/28/04	.60	Drew D Panahi	Review email from S. Michel re second set of discovery questions (.1); review questions (.3); review email from E. Liebeler re same (.1); review email from B. Levin (Wachovia) re monthly operating report (.1).
4/28/04	1.70	Drew D Panahi	Review voicemail from K. Richesson re case developments (.1); review wholesale employee stay program (.3); read wholesale participation agreement (.4); read severance agreement (.3); read second amendment to severance agreement (.3); read amended and restated severance agreement (.3).
4/28/04	.40	Drew D Panahi	Review email from S. McFarland re Calisto motion hearing (.1); read notice of depositions (.1); read second set of employee interrogatories (.2).
4/28/04	2.50	Drew D Panahi	Office conference with S. Michel re employees seeking administrative claims

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			(.3); review motion and order re rejection of employment agreements (1.1); Pacer search re motion and order approving adoption of wholesale stay agreement (.2); read wholesale stay motion and order and motion to shorten notice re same (.9).
4/28/04	.30	Drew D Panahi	Review voicemail from S. Michel re discovery documents (.1); review email from S. Michel re same (.1); draft email to S. Michel re same (.1).
4/28/04	2.40	Greer N Shaw	Work on papers pertinent to Fleming's engagement of R. Reynolds as an expert, including the draft application, notice of application, and affidavit of disinterestedness.
4/28/04	2.60	Damian D Capozzola	Prepare for and participate in communications with D. Bickford and M. Kurtzman re Target wholesale issues, and communications with J. Skidmore re same (.6); communications with G. Shaw re Target wholesale issues (.1); communications and analysis re WCM (.3); communications and analysis re Hawaiian software issues (.3); review and revise estimation motion procedures papers (1.3).
4/28/04	1.90	Eric C Liebeler	Review proposed WCM stipulation (1.1); review WCM motion (.2); discuss with M. Dulac (.6).
4/29/04	4.70	Melissa M Dulac	Draft declaration of D. Capozzola in support of Berry estimation procedures motion (.9); communicate with D. Capozzola, S. Kotarba, and C. Lhulier re strategy and procedure for filing Berry estimation procedures motion (.5); research re estimation procedures (3.3).
4/29/04	.40	Melissa M Dulac	Revise stipulation re bifurcation (.2); communicate with W. Hoch, T. Walsh, and others re proposed stipulation re

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			bifurcation (.2).
4/29/04	1.50	Allison Mayo Andrews	Review, process and collate incoming case documents.
4/29/04	2.00	Antoinette Huerta	Prepare Core-Mark documents for production.
4/29/04	3.20	Nicole S Miller	Revise 9019 motion summaries (.7); review Central States settlement agreement (.6); draft Central States 9019 motion (1.9).
4/29/04	7.40	Raymond F Roman	Index FL-T documents onto concordance per A. Andrews instruction. (3.9); assist A. Andrews in preparation of document review. (3.5)
4/29/04	.30	Richard L Wynne	Telephone conference with M. Sweeney, G. Richards and D. Capozzola re factual predicate of summary judgment claims.
4/29/04	1.00	Drew D Panahi	Draft engagement letter for Fleming to K&E re Bill May retention (.4); office conference with R. Berger re same (.2); draft letter from S. Michel to Bill May (.3); draft email to S. Michel re same (.1).
4/29/04	2.50	Drew D Panahi	Review voicemail from S. Michel re conference call with Bill May (.1); review voicemail from S. Michel re telephone conference (.1); review voicemail from S. Michel re schedule (.1); office conference with S. Michel, R. Berger and telephone conference with Bill May (2.0); draft email to S. McFarland re summary judgment motion (.1); review email from S. McFarland re summary judgment motion (.1).
4/29/04	.60	Richard S Berger	Conference with S. Michel and D. Panahi re stay bonus litigation and discovery planning.
4/29/04	.10	Richard S Berger	Telephone call from S. Michel re employee stay bonus litigation.

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
4/29/04	1.40	Richard S Berger	Telephone conference with K. Richesson, W. May, S. Michel and D. Panahi re stay bonus litigation.
4/29/04	.20	Greer N Shaw	Communicate with C. Lhulier re R. Reynolds.
4/29/04	2.40	Damian D Capozzola	Review and revise estimation procedures papers and communications with team members re same (1.9); communications with M. Scott re DSD settlement issues (.1); communications and analysis re miscellaneous insurance matters (.2); communications and analysis re WCM issues (.2).
4/29/04	.80	Andrew J Groesch	Research response deadlines for written discovery under the Federal Rules of Civil Procedure and discuss same with local counsel.
4/29/04	.20	Andrew E Paris	Draft email re Northstar.
4/29/04	.50	Sydne J Michel	Draft correspondence to B. Folse and J. Bocock re Best Yet arbitration issues and requests to arbitrate from retailers.
4/30/04	4.80	Melissa M Dulac	Revise memorandum of points and authorities in support of Berry estimation procedures motion (2.4); revise affidavit of D. Capozzola in support of Berry estimation procedures motion (1.0); draft affidavit of J. Baer in support of Berry estimation procedures motion (.4); draft motion to shorten time for hearing on Berry estimation procedures motion (1.0).
4/30/04	.30	Melissa M Dulac	Communicate with T. Walsh, W. Hoch, and others re WCM depositions.
4/30/04	3.00	Allison Mayo Andrews	Prepare binders of evidentiary documents re Target.
4/30/04	5.00	Antoinette Huerta	Prepare evidentiary FL-RDIP evidentiary

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			documents for attorney review.
4/30/04	1.50	Antoinette Huerta	Research (.5); compile information per attorney request re Berry (.5); review docket re same matter (.5).
4/30/04	2.00	Nicole S Miller	Revise Griffin-Home Depot 9019 motion (1.1); draft Griffin-Home Depot seal motion (.9).
4/30/04	1.60	Nicole S Miller	Revise Graceway 9019 motion (.7); revise Shipley 9019 motion (.9).
4/30/04	3.10	Raymond F Roman	Review FL-RDIP evidentiary document productions for attorney review.
4/30/04	1.30	Drew D Panahi	Review email from S. Michel re engagement letter (.1); draft email to S. Michel re same (.1); draft summary judgment memo of law re employee administrative priority motion (1.1).
4/30/04	6.10	Grace J Chang	Reviewed and analyzed complaint (2.5); reviewed and analyzed first amended answer (2.5); reviewed documents for privilege (1.1).
4/30/04	3.80	Neal F San Diego	Analyze and prepare produced evidentiary documents for attorney review.
4/30/04	1.20	Damian D Capozzola	Communications and analysis with D. Bickford and opposing counsel re discovery issues re Target wholesale (.1); communications and analysis with G. Chang re Target pleadings and discovery (.8); communications and analysis re Hawaiian software issues (.1); communications and analysis re WCM issues (.2).
	495.90		TOTAL HOURS

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Description of Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
1/21/04	GLOBAL SECURITIES INFORMATION, INC. - Information Broker Doc/Svcs, Court documents re: Fleming Company, D Capozzola, 1/13/04	104.00
2/16/04	Telephone call to: E PHOENIX,AZ 480-206-8998	.75
2/16/04	Telephone call to: W PHOENIX,AZ 623-546-4432	.75
3/01/04	West Publishing-TP,Database Usage 3.04	.56
3/01/04	West Publishing-TP,Database Usage 3.04	5.33
3/02/04	West Publishing-TP,Database Usage 3.04	.56
3/03/04	West Publishing-TP,Database Usage 3.04	.56
3/03/04	West Publishing-TP,Database Usage 3.04	26.53
3/03/04	West Publishing-TP,Database Usage 3.04	76.45
3/04/04	West Publishing-TP,Database Usage 3.04	.56
3/05/04	West Publishing-TP,Database Usage 3.04	.56
3/05/04	West Publishing-TP,Database Usage 3.04	51.92
3/06/04	West Publishing-TP,Database Usage 3.04	.56
3/07/04	West Publishing-TP,Database Usage 3.04	.56
3/08/04	West Publishing-TP,Database Usage 3.04	.56
3/08/04	West Publishing-TP,Database Usage 3.04	74.70
3/09/04	West Publishing-TP,Database Usage 3.04	.56
3/09/04	West Publishing-TP,Database Usage 3.04	12.06
3/09/04	West Publishing-TP,Database Usage 3.04	153.02
3/09/04	West Publishing-TP,Database Usage 3.04	56.04
3/10/04	West Publishing-TP,Database Usage 3.04	.56
3/11/04	West Publishing-TP,Database Usage 3.04	.56
3/12/04	West Publishing-TP,Database Usage 3.04	.56
3/12/04	West Publishing-TP,Database Usage 3.04	39.27
3/13/04	West Publishing-TP,Database Usage 3.04	.56
3/14/04	West Publishing-TP,Database Usage 3.04	.56
3/15/04	West Publishing-TP,Database Usage 3.04	.56
3/16/04	West Publishing-TP,Database Usage 3.04	.56
3/16/04	West Publishing-TP,Database Usage 3.04	32.08
3/17/04	West Publishing-TP,Database Usage 3.04	.56
3/18/04	Binding	21.00
3/18/04	Tabs/Indexes/Dividers	32.00
3/18/04	West Publishing-TP,Database Usage 3.04	.56
3/19/04	West Publishing-TP,Database Usage 3.04	.56
3/19/04	West Publishing-TP,Database Usage 3.04	35.90
3/20/04	West Publishing-TP,Database Usage 3.04	.56
3/21/04	West Publishing-TP,Database Usage 3.04	.56
3/22/04	West Publishing-TP,Database Usage 3.04	.56

The Fleming Company
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<u>Date</u>	<u>Description</u>	<u>Amount</u>
3/22/04	West Publishing-TP,Database Usage 3.04	11.37
3/23/04	West Publishing-TP,Database Usage 3.04	.56
3/23/04	West Publishing-TP,Database Usage 3.04	16.08
3/24/04	West Publishing-TP,Database Usage 3.04	.56
3/25/04	Tabs/Indexes/Dividers	1.70
3/25/04	Color Copies	22.50
3/25/04	West Publishing-TP,Database Usage 3.04	.56
3/26/04	West Publishing-TP,Database Usage 3.04	.56
3/27/04	West Publishing-TP,Database Usage 3.04	.56
3/28/04	West Publishing-TP,Database Usage 3.04	.56
3/28/04	West Publishing-TP,Database Usage 3.04	31.22
3/29/04	West Publishing-TP,Database Usage 3.04	.56
3/29/04	West Publishing-TP,Database Usage 3.04	14.36
3/30/04	West Publishing-TP,Database Usage 3.04	.56
3/30/04	West Publishing-TP,Database Usage 3.04	60.12
3/31/04	Tabs/Indexes/Dividers	1.70
3/31/04	LEXISNEXIS - Computer Database Research - LexisNexis database usage for March, 2004	31.94
3/31/04	West Publishing-TP,Database Usage 3.04	.56
3/31/04	West Publishing-TP,Database Usage 3.04	45.58
4/01/04	Telephone call to: WILMINGTON,DE 302-575-1555	1.25
4/01/04	AT&T TELECONFERENCE SERVICES - Telephone, Teleconference chgs., 3/04, D. Capozzola	25.31
4/01/04	Fax phone charge to 202-496-7756	1.49
4/01/04	Fax page charge to 202-496-7756	13.50
4/01/04	Fax page charge to 312-857-1240	2.25
4/01/04	Standard Copies	.10
4/01/04	Standard Copies	2.40
4/01/04	Standard Copies	.80
4/01/04	Postage	1.85
4/02/04	Telephone call to: CHICAGO,IL 773-836-8633	3.24
4/02/04	Fax page charge to 312-861-2200	3.00
4/02/04	Standard Copies	5.80
4/02/04	Standard Copies	32.20
4/02/04	Standard Copies	.10
4/02/04	Scanned Images	2.10
4/02/04	Scanned Images	2.85
4/02/04	Scanned Images	.15
4/02/04	MATRIX LEGAL, LLC. - Outside Paralegal Assistance - Bethel, Elizabeth w/e 03/28/04	1,595.00
4/02/04	MATRIX LEGAL, LLC. - Outside Paralegal	1,217.34

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<u>Date</u>	<u>Description</u>	<u>Amount</u>
	Assistance Del Rosario, Cynthia w/e 03/28/04	
4/03/04	Standard Copies	.30
4/05/04	Telephone call to: NEWYORKCTY,NY 212-530-5000	.50
4/05/04	Telephone call to: NEWYORKCTY,NY 212-819-8200	.75
4/05/04	Telephone call to: NEWYORKCTY,NY 212-530-5000	1.25
4/05/04	Standard Copies	.30
4/05/04	Standard Copies	.30
4/05/04	Standard Copies	1.00
4/05/04	Fed Exp to: JASON DEJONKER, CHICAGO, IL from: ANTOINETTE T	197.50
4/06/04	Fax page charge to 202-861-1783	.75
4/06/04	Standard Copies	2.40
4/06/04	Standard Copies NY	9.30
4/06/04	Standard Copies NY	4.20
4/06/04	Standard Copies NY	4.20
4/06/04	Standard Copies NY	5.10
4/07/04	GENESYS CONFERENCING, INC. - Telephone - 03/11/04 Conference call	32.03
4/07/04	GENESYS CONFERENCING, INC. - Telephone - 03/18/04 Conference call	45.01
4/07/04	Scanned Images	3.30
4/07/04	Scanned Images	1.50
4/07/04	Scanned Images	1.65
4/07/04	Standard Copies NY	1.05
4/07/04	PACER SERVICE CENTER - Computer Database Research, Billing Cycle 1/1/04 to 3/31/04 for E. Suarez	12.60
4/07/04	PACER SERVICE CENTER - Computer Database Research, Billing Cycle 1/1/04 to 3/31/04 for E. Yep	235.20
4/07/04	PACER SERVICE CENTER - Computer Database Research, Billing Cycle 1/1/04 to 3/31/04 for Cindy Mitchell	3.99
4/07/04	PACER SERVICE CENTER - Computer Database Research, Billing Cycle 1/1/04 to 3/31/04 for Michael Najjarpour	12.60
4/07/04	PACER SERVICE CENTER - Computer Database Research, Billing Cycle 1/1/04 to 3/31/04 for James Celeski	129.08
4/07/04	PACER SERVICE CENTER - Computer Database Research, Billing Cycle 1/1/04 to 3/31/04 for Antoinette Huerta	58.73

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<u>Date</u>	<u>Description</u>	<u>Amount</u>
4/07/04	PACER SERVICE CENTER - Computer Database Research, Pacer Usage chgs. 1/1/04 to 3/31/04, S. Abdullah	6.09
4/07/04	PACER SERVICE CENTER - Computer Database Research, Billing Cycle 1/1/04 to 3/31/04 for Susan Perry	23.31
4/07/04	PACER SERVICE CENTER - Computer Database Research, Billing Cycle 1/1/04 to 3/31/04 for Mario Aguilon	.42
4/07/04	PACER SERVICE CENTER - Computer Database Research, Billing Cycle 1/1/04 to 3/31/04 for Frank Chavez	.63
4/07/04	PACER SERVICE CENTER - Computer Database Research, Billing Cycle 1/1/04 to 3/31/04 for Denise Wymore	2.24
4/07/04	PACER SERVICE CENTER - Computer Database Research, Billing Cycle 1/1/04 to 3/31/04 for Jordan Galassie	24.78
4/07/04	PACER SERVICE CENTER - Computer Database Research, Billing Cycle 1/1/04 to 3/31/04 for Michael Crnich	55.86
4/08/04	Standard Copies	1.60
4/08/04	Standard Copies	.80
4/08/04	Scanned Images	.15
4/08/04	Standard Copies NY	.15
4/08/04	Standard Copies NY	.30
4/08/04	Standard Copies NY	.15
4/08/04	Standard Copies NY	.15
4/08/04	Standard Copies NY	.60
4/08/04	Standard Copies NY	.60
4/08/04	Standard Copies NY	.75
4/08/04	Standard Copies NY	.30
4/08/04	Standard Copies NY	.45
4/08/04	Standard Copies NY	.30
4/08/04	Standard Copies NY	1.50
4/08/04	Standard Copies NY	1.95
4/08/04	Standard Copies NY	1.65
4/08/04	Standard Copies NY	1.80
4/08/04	Standard Copies NY	.15
4/08/04	Standard Copies NY	.45
4/09/04	Standard Copies	5.30
4/09/04	Scanned Images	.60
4/09/04	Scanned Images	1.80
4/09/04	Scanned Images	1.80
4/09/04	Standard Copies NY	1.95
4/09/04	Standard Copies NY	1.65

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<u>Date</u>	<u>Description</u>	<u>Amount</u>
4/09/04	Standard Copies NY	1.95
4/09/04	Standard Copies NY	1.65
4/09/04	Standard Copies NY	.15
4/09/04	Standard Copies NY	.60
4/09/04	Standard Copies NY	.15
4/09/04	Standard Copies NY	1.80
4/09/04	Standard Copies NY	.15
4/09/04	Standard Copies NY	1.65
4/09/04	Standard Copies NY	1.95
4/09/04	Fed Exp to:DENNIS RYAN ESQ,MINNEAPOLIS,MN from:ALLISON MAYO ANDREWS	45.68
4/09/04	MATRIX LEGAL, LLC. - Outside Paralegal Assistance - Bethel Elizabeth w/e 04/04/04	1,365.31
4/09/04	MATRIX LEGAL, LLC. - Outside Paralegal Assistance Del Rosario, Cynthia w/e 04/04/04	951.56
4/12/04	Telephone call to: DALLAS NE,TX 972-906-2177	.50
4/12/04	Telephone call to: OKLA CITY,OK 405-239-6692	.50
4/12/04	Fax phone charge to 972-906-2303	1.49
4/12/04	Fax page charge to 972-906-2303	10.50
4/12/04	Standard Copies	1.40
4/12/04	Standard Copies	4.60
4/12/04	Standard Copies	1.60
4/12/04	Standard Copies	3.60
4/12/04	Standard Copies	1.50
4/12/04	Scanned Images	1.05
4/12/04	Standard Copies NY	1.20
4/12/04	Standard Copies NY	1.65
4/12/04	Standard Copies NY	.45
4/12/04	Standard Copies NY	.45
4/12/04	Standard Copies NY	1.80
4/12/04	Standard Copies NY	1.20
4/12/04	Standard Copies NY	1.65
4/12/04	Standard Copies NY	.75
4/12/04	Standard Copies NY	1.95
4/12/04	Fed Exp to:HARTLEY MARTYN,CLEVELAND,OH from:ALLISON ANDREWS	10.54
4/12/04	Fed Exp to:WENDY JOHNSON,ST. PAUL,MN from:ALLISON ANDREWS	10.23
4/12/04	Nicole Miller, cabfare, New York, New York, 04/12/04, (Overtime Transportation)	13.00

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<u>Date</u>	<u>Description</u>	<u>Amount</u>
4/13/04	Telephone call to: WILMINGTON,DE 302-575-1555	.75
4/13/04	Telephone call to: DALLAS NE,TX 972-906-8510	2.49
4/13/04	Telephone call to: WILMINGTON,DE 302-575-1555	.50
4/13/04	Standard Copies	2.10
4/13/04	Standard Copies	7.80
4/13/04	Binding	1.75
4/13/04	Tabs/Indexes/Dividers	1.80
4/13/04	Standard Copies NY	.30
4/13/04	Standard Copies NY	.15
4/13/04	Standard Copies NY	.45
4/13/04	Standard Copies NY	.60
4/13/04	Standard Copies NY	.15
4/13/04	Standard Copies NY	.15
4/13/04	Standard Copies NY	.75
4/13/04	Standard Copies NY	.15
4/13/04	Standard Copies NY	.15
4/13/04	Standard Copies NY	1.65
4/13/04	Standard Copies NY	.30
4/13/04	Standard Copies NY	.30
4/14/04	Telephone call to: CLEVELAND,OH 216-861-4700	.75
4/14/04	Telephone call to: DALLAS NE,TX 972-906-2177	7.72
4/14/04	Telephone call to: DALLAS NE,TX 972-906-2177	.50
4/14/04	Telephone call to: DALLAS NE,TX 972-906-8662	.50
4/14/04	Telephone call to: DALLAS NE,TX 972-906-2177	.75
4/14/04	Standard Copies	23.00
4/14/04	Standard Copies	2.10
4/14/04	Standard Copies NY	.60
4/14/04	Standard Copies NY	25.50
4/14/04	Standard Copies NY	1.35
4/14/04	Standard Copies NY	.90
4/14/04	Standard Copies NY	1.80
4/14/04	Standard Copies NY	.45
4/14/04	Standard Copies NY	2.40
4/14/04	Standard Copies NY	.15
4/14/04	Standard Copies NY	.45
4/14/04	Postage	4.42
4/14/04	Overtime Meals Janet S Baer	9.00

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<u>Date</u>	<u>Description</u>	<u>Amount</u>
4/14/04	Clidia N Mercado - SECRETARIAL SUPPORT	417.76
4/15/04	Telephone call to: GRD PR,TX 214-914-9081	.50
4/15/04	Telephone call to: GRD PR,TX 214-704-9254	.50
4/15/04	Telephone call to: OAHU,HI 808-539-8700	.50 ✓
4/15/04	Telephone call to: CHILLICOTH,OH 614-775-3200	.50
4/15/04	Telephone call to: DALLAS NE,TX 972-906-2177	1.99
4/15/04	Fax page charge to 212-517-0088	.75
4/15/04	Fax page charge to 212-517-0088	.75
4/15/04	Fax page charge to 212-517-0088	.75
4/15/04	Fax page charge to 212-517-0088	.75
4/15/04	Fax page charge to 212-517-0088	.75
4/15/04	Fax page charge to 212-517-0088	.75
4/15/04	Fax page charge to 212-517-0088	.75
4/15/04	Fax page charge to 302-575-1714	1.50
4/15/04	Standard Copies	48.10
4/15/04	Standard Copies	52.90
4/15/04	Standard Copies	69.80
4/15/04	Standard Copies	.30
4/15/04	Standard Copies	.10
4/15/04	Standard Copies	1.60
4/15/04	Standard Copies	.30
4/15/04	Binding	7.00
4/15/04	Tabs/Indexes/Dividers	2.50
4/15/04	Standard Copies NY	1.35
4/15/04	Standard Copies NY	.30
4/15/04	Standard Copies NY	1.50
4/15/04	Standard Copies NY	.75
4/15/04	Standard Copies NY	.90
4/15/04	Standard Copies NY	.15
4/15/04	Postage	.37
4/16/04	Fax phone charge to 202-626-6991	1.99
4/16/04	Fax page charge to 202-626-6991	22.50
4/16/04	Standard Copies	.20
4/16/04	Standard Copies	.30
4/16/04	Standard Copies	.30
4/16/04	Tabs/Indexes/Dividers	1.50
4/18/04	Standard Copies	.50
4/18/04	Standard Copies	.10
4/18/04	Standard Copies	.20
4/18/04	LUXURY LIMOUSINE & TRANSPORTATION - Local Transportation, B. Katz (R. Wynne)	33.66

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<u>Date</u>	<u>Description</u>	<u>Amount</u>
4/14/04		
4/19/04	Telephone call to: WILMINGTON,DE 302-594-3100	.75
4/19/04	Telephone call to: GARLAND,TX 214-840-4875	.50
4/19/04	Telephone call to: OAHU,HI 808-528-9721	1.49
4/19/04	Telephone call to: EASTERN,MA 617-988-1000	.50
4/19/04	Telephone call to: GARLAND,TX 214-840-2000	.75
4/19/04	Standard Copies	391.30
4/19/04	Standard Copies	242.40
4/19/04	Standard Copies	.10
4/19/04	Standard Copies	3.60
4/19/04	Fed Exp to:ROBERT J MENDES,NASHVILLE,TN from:ALLISON ANDREWS	16.99
4/20/04	Damian Capozzola, Internet Access, 04/20/04, (Internet Access)	47.73
4/20/04	Telephone call to: WILMINGTON,DE 302-594-3127	.50
4/20/04	Telephone call to: WILMINGTON,DE 302-658-9971	1.04
4/20/04	Color Copies	10.50
4/20/04	Color Copies	34.50
4/20/04	Color Copies	37.50
4/20/04	Standard Copies NY	.45
4/20/04	Standard Copies NY	1.80
4/20/04	Standard Copies NY	.45
4/20/04	Standard Copies NY	2.40
4/21/04	Telephone call to: DALLAS NE,TX 972-906-8122	.75
4/21/04	Telephone call to: BRITTON,OK 405-841-5720	.62
4/21/04	Standard Copies	43.50
4/21/04	Standard Copies	29.00
4/21/04	Standard Copies	.40
4/21/04	Standard Copies	.30
4/21/04	Standard Copies	1.20
4/21/04	Color Copies	13.50
4/21/04	Standard Copies NY	1.05
4/21/04	Standard Copies NY	.45
4/21/04	Standard Copies NY	1.20
4/21/04	Standard Copies NY	1.95
4/21/04	Standard Copies NY	1.95
4/21/04	Standard Copies NY	.30

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<u>Date</u>	<u>Description</u>	<u>Amount</u>
4/21/04	Standard Copies NY	1.95
4/22/04	Tabs/Indexes/Dividers	2.00
4/22/04	Standard Copies NY	.90
4/22/04	Standard Copies NY	1.35
4/22/04	Standard Copies NY	.15
4/22/04	Standard Copies NY	.15
4/22/04	Standard Copies NY	1.95
4/22/04	Standard Copies NY	1.65
4/23/04	Telephone call to: STATE OF DE 302-778-6405	1.45
4/23/04	Standard Copies	44.40
4/23/04	Binding	5.25
4/23/04	Tabs/Indexes/Dividers	1.30
4/23/04	Tabs/Indexes/Dividers	1.80
4/23/04	Standard Copies NY	1.35
4/23/04	Standard Copies NY	.90
4/23/04	Standard Copies NY	1.35
4/23/04	Standard Copies NY	.30
4/23/04	Standard Copies NY	1.65
4/23/04	Standard Copies NY	1.65
4/23/04	Standard Copies NY	1.80
4/23/04	Standard Copies NY	1.20
4/23/04	Standard Copies NY	1.65
4/23/04	Standard Copies NY	1.65
4/23/04	MATRIX LEGAL, LLC. - Outside Paralegal Assistance Bethel, Elizabeth w/e 04/18/04	1,078.28
4/23/04	MATRIX LEGAL, LLC. - Outside Paralegal Assistance Del Rosario, Cynthia w/e 04/18/04	905.63
4/23/04	PARCELS - Information Broker Doc/Svcs, Documents regarding Case #02-2674 for A. Groesch, 4/21/04	107.00
4/26/04	Telephone call to: LB AREA, CA 562-544-4024	1.96
4/26/04	Standard Copies	64.40
4/26/04	Standard Copies	17.80
4/26/04	Standard Copies NY	.45
4/26/04	Standard Copies NY	2.25
4/26/04	Standard Copies NY	.30
4/26/04	Standard Copies NY	2.85
4/27/04	Standard Copies	3.60
4/27/04	Standard Copies	35.70
4/27/04	Standard Copies	.40
4/27/04	Standard Copies	.40
4/27/04	Standard Copies	18.40

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<u>Date</u>	<u>Description</u>	<u>Amount</u>
4/27/04	Standard Copies NY	1.50
4/27/04	Standard Copies NY	.45
4/27/04	Standard Copies NY	.15
4/27/04	Standard Copies NY	1.20
4/27/04	Standard Copies NY	1.80
4/27/04	Standard Copies NY	.15
4/27/04	Fed Exp to:ROBERT MENDES,NASHVILLE,TN from:ALLISON ANDREWS	14.01
4/27/04	Fed Exp to:JOSEPH GREY,WILMINGTON,DE from:ALLISON ANDREWS	14.25
4/28/04	Standard Copies	.10
4/29/04	Standard Copies	2.20
4/29/04	Standard Copies NY	1.20
4/29/04	Standard Copies NY	.30
4/29/04	Standard Copies NY	1.35
4/30/04	Standard Copies	104.90
4/30/04	Standard Copies	.20
4/30/04	Standard Copies NY	.45
4/30/04	Standard Copies NY	.45
4/30/04	Standard Copies NY	.45
4/30/04	Standard Copies NY	1.80
4/30/04	Standard Copies NY	.30
4/30/04	Standard Copies NY	1.80
4/30/04	Standard Copies NY	1.50
4/30/04	Standard Copies NY	.30
4/30/04	Standard Copies NY	.30
4/30/04	Standard Copies NY	1.20
4/30/04	Standard Copies NY	.30
4/30/04	Fed Exp to:MICHAEL SCOTT,DALLAS,TX from:GRACE CHANG	9.29
	Total Expenses	\$ 11,388.48